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WC 07-261

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Brett P. Ferenchak  
brett.ferenchak@bingham.com

November 9, 2007

Via Courier

FCC/MELLON

NOV 09 2007

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau – CPD – 214 Appls.  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

**Re: In the Matter of the Joint Application of Computer Network Technology Corporation, Assignor, Bandwidth.com CLEC, LLC, Assignee, for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934 and Sections 63.04 and 63.18 of the Commission's Rules to Transfer Certain Assets, Including Section 214 Authorizations, from Assignor to Assignee**

Dear Ms. Dortch:

Computer Network Technology Corporation (a/k/a McData Services Corporation) ("CNT" or "Assignor") and Bandwidth.com CLEC, LLC ("Bandwidth" or "Assignee") (CNT and Bandwidth together, the "Applicants"), enclosed please find an original and six (6) copies of an application for Section 214 authority to transfer certain assets, including CNT's Section 214 Authorizations, from CNT to Bandwidth. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules. Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

*Brett P Ferenchak*

Brett P. Ferenchak

Counsel for Applicants

Boston  
Hartford  
Hong Kong  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Santa Monica  
Silicon Valley  
Tokyo  
Walnut Creek  
Washington

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Washington, DC  
20006-1806

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A/72309822.1

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

(1) LOCKBOX #  
  
358145

SPECIAL USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Bingham McCutchen LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$965.00</b>
(4) STREET ADDRESS LINE NO. 1 <b>c/o Brett Ferenchak</b>		
(5) STREET ADDRESS LINE NO. 2 <b>2020 K Street NW, 10th Floor</b>		
(6) CITY <b>Washington</b>	(7) STATE <b>DC</b>	(8) ZIP CODE <b>20006</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-373-6000</b>	(10) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN) <b>0004353900</b>	(12) FCC USE ONLY
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IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)  
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME <b>Computer Network Technology Corporation</b>		
(14) STREET ADDRESS LINE NO. 1 <b>6000 Nathan Lane North</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>Minneapolis</b>	(17) STATE <b>MN</b>	(18) ZIP CODE <b>55442</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(763) 268-6000</b>	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) <b>0006-8856-85</b>	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>
(26A) FEE DUE FOR (PTC) <b>\$965.00</b>	(27A) TOTAL FEE <b>\$965.00</b>	(28) FCC CODE 1
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	(28B) FCC CODE 1
(29A) FCC CODE 2	(29B) FCC CODE 2	

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT  
I, **M. Renee Britt**, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.  
SIGNATURE *M. Renee Britt* DATE 11/09/2007

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE (CONTINUATION SHEET)Page No 2 of 2USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT  
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Bandwidth.com CLEC, LLC

(14) STREET ADDRESS LINE NO. 1

4001 Weston Parkway

(15) STREET ADDRESS LINE NO. 2

Suite 1000

(16) CITY

Cary

(17) STATE

NC

(18) ZIP CODE

27513

(19) DAYTIME TELEPHONE NUMBER (include area code)

(919) 279-1100

(20) COUNTRY CODE (if not in U.S.A.)

## FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0017-0420-60

## COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

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(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Joint Application of

**Computer Network Technology Corporation, Assignor,**

and

**Bandwidth.com CLEC, LLC, Assignee,**

For Grant of Authority Pursuant to Section 214 of the  
Communications Act of 1934 and Sections 63.04  
and 63.18 of the Commission's Rules to Transfer Certain  
Assets, Including Section 214 Authorizations, from  
Assignor to Assignee

ITC-ASG-2007-\_\_\_\_\_

WC Docket No. 07-\_\_\_\_\_

**JOINT APPLICATION**

**I. INTRODUCTION**

Computer Network Technology Corporation (a/k/a McData Services Corporation) ("CNT" or "Assignor") and Bandwidth.com CLEC, LLC ("Bandwidth" or "Assignee") (CNT and Bandwidth together, the "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request authority for Bandwidth to acquire certain assets of CNT, including all of the customers to which CNT provides regulated telecommunications services ("Assets"). In addition, Bandwidth requests that the Commission permit the parties to assign CNT's international Section 214 authority to provide global facilities-based and resale services and CNT's domestic Section 214 authority to provide domestic interstate common carrier services to Bandwidth.

Bandwidth and CNT have entered into an Asset Purchase Agreement ("Agreement") whereby Bandwidth has agreed to purchase the Assets. Following and, as a result of the proposed transaction, all of CNT's regulated telecommunication services customers ("Customers") will be served by Bandwidth. Applicants emphasize that the transfer of Customers from CNT to Bandwidth will be virtually seamless and that the proposed transaction is not expected to affect the rates, terms, and conditions under which the Customers receive service.

In support of this Application, Applicants provide the following information:

## **II. THE APPLICANTS**

### **A. Computer Network Technology Corporation ("CNT")**

CNT is a corporation organized under the laws of the State of Minnesota, which operates under the names CNT and McDATA Services Corporation. CNT's business address is 6000 Nathan Lane North, Minneapolis, Minnesota 55442. CNT became a wholly owned, indirect subsidiary of Brocade Communications Systems, Inc. ("Brocade") in February, 2007 upon completion of the acquisition of CNT's then ultimate corporate parent McData Corporation by Brocade.<sup>1</sup> CNT provides telecommunications services to certain of Brocade's customers. Brocade, a publicly traded (NASDAQ: BRCD) Delaware corporation with principal offices located at 1745 Technology Drive, San Jose, California 95110, designs, develops, markets, sells, and supports data storage, networking and application infrastructure management solutions, offering a line of storage networking products, software and services that enable companies to implement highly available, scalable, manageable, and secure environments for data storage applications.

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<sup>1</sup> See WC Docket No. 06-2321, Public Notice, DA 06-2541 (rel. Dec. 18, 2006); FCC File No. ITC-T/C-20061026-00489 (rel. Dec. 14, 2006).

*CNT is authorized to provide global facilities-based and resold services pursuant to international Section 214 authority granted by the Commission in File No. ITC-214-20030807-0413.* CNT also holds blanket domestic Section 214 authority to provide interstate telecommunications services. CNT is also currently authorized to provide (but does not currently provide) intrastate telecommunications services in approximately 42 states and the District of Columbia. CNT's subsidiary, CNT Telecom Services, Inc. ("CNTTSI"), is currently authorized to provide (but does not currently provide) intrastate telecommunications services in Alabama and Virginia.

**B. Bandwidth.com CLEC, LLC ("Bandwidth")**

Bandwidth is a Delaware limited liability company formed on January 9, 2007. Bandwidth is a subsidiary of Bandwidth.com, Inc. ("Bandwidth-Parent") (together with Bandwidth, the "Company"), a Delaware S Corporation. For the Commission's convenience, a chart of Bandwidth's corporate organization structure is attached as Exhibit A. Bandwidth-Parent provides voice and data services pursuant to FCC domestic and international Section 214 authorizations.

Although Bandwidth does not currently provide telecommunications services, Bandwidth is authorized to provide intrastate telecommunications services in the following states: California, Florida, Georgia, Illinois, Montana, New York, North Carolina, North Dakota, Ohio, and Texas. Bandwidth has pending requests for authorization to provide telecommunications services, or is in the process of seeking such authorization, in all other states. Bandwidth does not hold domestic or international Section 214 authorization.

### **III. DESCRIPTION OF THE TRANSACTION (ANSWER TO QUESTION 13)**

Through the Agreement described above, McDATA has agreed to sell to Bandwidth certain assets of CNT, including Customers and related carrier arrangements, and certain authorizations to provide telecommunications services. Although Customers will be transferred from CNT to Bandwidth in connection with the proposed transaction, Applicants emphasize that the migration of Customers from CNT to Bandwidth will be seamless and transparent (except for the change in the name of their carrier) in terms of the services Customers receive. CNT's customers—none of which have presubscribed to basic local exchange or interexchange services, but only receive dedicated private line data services—will be notified in writing that their service provider is changing to Bandwidth. Furthermore, Bandwidth will continue to provide service under the same rates, terms and conditions as were previously provided by CNT.

### **IV. PUBLIC INTEREST STATEMENT**

Applicants respectively submit that the proposed Transaction serves the public interest. Through the Transaction, Bandwidth will obtain assets and customers which will expand the Company's client base, provide Bandwidth an expanded presence in the United State telecommunications market, and thereby make Bandwidth a more viable competitor in all of its markets. Further, Bandwidth's operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise.

The Transaction will not adversely impact existing CNT Customers. The proposed transaction is structured to assure an orderly transition of Customers from CNT to Bandwidth. Moreover, given that Bandwidth proposes to provide service on the same rates, terms and conditions of the services that CNT currently provides and that the transaction will not involve a

change in the equipment through which that service is provided, Applicants expect the transaction to be seamless and virtually transparent to Customers except for the change in the name of the carrier providing their service. In accordance with the terms of their service contracts, Customers will be properly notified of the Transaction and the change in their telecommunications provider from CNT to Bandwidth.<sup>2</sup>

**V. INFORMATION REQUIRED BY SECTION 63.24(E)**

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a) through (d) and (h) for Applicants and Section 63.18 (i) through (p) for Brocade.

**(a) Name, address and telephone number of each Applicant:**

CNT (Assignor/Licensee):

Computer Network Technology Corporation  
6000 Nathan Lane North  
Minneapolis, Minnesota 55442  
Tel: (763) 268-6000

**FRN: 0006885685**

Bandwidth (Assignee):

Bandwidth.com CLEC, LLC  
4001 Weston Parkway, Suite 100  
Cary, NC 27513  
Tel: (919) 279-1100

**FRN: 0017042060**

**(b) Jurisdiction of Organizations:**

CNT:

Computer Network Technology Corporation is a corporation formed under the laws of the State of Minnesota.

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<sup>2</sup> As stated above, CNT provides only private line data services. As a result, no customer will experience a preferred carrier change in connection with the proposed Transaction.



Bandwidth:

Bandwidth.com CLEC, LLC is a limited liability company formed under the laws of the State of Delaware.

- (c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Applicants:

William B. Wilhelm, Jr.  
Brett P. Ferencak  
Bingham McCutchen LLP  
2020 K Street, NW  
Washington, DC 20006-1806  
Tel: (202) 373-6000  
Fax: (202) 373-6001  
Email: [william.wilhelm@bingham.com](mailto:william.wilhelm@bingham.com)  
[brett.ferencak@bingham.com](mailto:brett.ferencak@bingham.com)

For Brocade and CNT:

John Shinn  
Director of Legal, Commercial Transactions  
Brocade Communications Systems, Inc.  
1745 Technology Drive  
San Jose, CA 95110  
Tel: (408) 333-6002  
Fax: (408) 333-5630  
Email: [jshinn@brocade.com](mailto:jshinn@brocade.com)

For Bandwidth:

David Morken, President  
Bandwidth.com, Inc.  
4001 Weston Parkway, Suite 100  
Cary, NC 27513  
Tel: (919) 945-1230  
Fax: (919) 297-1101  
Email: [David@bandwidth.com](mailto:David@bandwidth.com)

- (d) CNT holds international Section 214 authority to provide global facilities-based and resold services granted by the Commission in FCC File No. ITC-214-20030807-0413. CNT also holds blanket domestic Section 214 authority. See 47 C.F.R. § 63.01.

Bandwidth does not currently provide telecommunications services or hold domestic or international Section 214 authority.

Bandwidth-Parent, however, holds international Section 214 authority to provide resale services granted by the Commission in FCC File No. ITC-214-20060901-00411. Bandwidth-Parent also holds blanket domestic Section 214 authority. See 47 C.F.R. § 63.01.

- (h) (Answer to Questions 11 & 12) The following entities own directly or indirectly 10% or more of Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:<sup>3</sup>

Ownership of CNT:

The following entity wholly owns **Computer Network Technology Corporation**:

Name: McDATA Corporation  
Address: 1745 Technology Drive  
San Jose, California 95110  
Ownership Interest: 100% equity and control  
Citizenship: U.S.  
Principal Business: Information Technology

The following entity wholly owns **McDATA Corporation**:

Name: Brocade Communications Systems, Inc.  
Address: 1745 Technology Drive  
San Jose, California 95110  
Ownership Interest: 100% equity and control  
Citizenship: U.S.  
Principal Business: Information Technology

**Brocade Communications Systems, Inc.** is currently a widely held, publicly traded company (NasdaqGS: BRCD) with no entity having a 10% or greater direct or indirect ownership interest in Brocade (as calculated using the FCC's attribution rules).

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<sup>3</sup> While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, see 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

### Ownership of Bandwidth:

The following entity is the sole member of **Bandwidth.com CLEC, LLC**:

Name: Bandwidth.com, Inc.  
Address: 4001 Weston Parkway, Suite 100  
Cary, NC 27513  
Ownership Interest: 100% equity and control  
Citizenship: U.S.  
Principal Business: Telecommunications

The following persons hold a 10% or greater interest in **Bandwidth.com, Inc.**:

Name: David Morken  
Address: c/o Bandwidth.com, Inc.  
4001 Weston Parkway, Suite 100  
Cary, NC 27513  
Ownership Interest: 37% equity and control  
Citizenship: U.S.  
Principal Business: Individual, Chairman & President of  
Bandwidth.com, Inc.

Name: Henry Kaestner  
Address: c/o Bandwidth.com, Inc.  
4001 Weston Parkway, Suite 100  
Cary, NC 27513  
Ownership Interest: 37% equity and control  
Citizenship: U.S.  
Principal Business: Individual & Chief Executive Officer of  
Bandwidth.com, Inc.

No other entity or person owns or controls a 10% or greater direct interest in Bandwidth.com, Inc. or indirect interest in Bandwidth.com CLEC, LLC.

No entity or person that owns or controls a 10% or greater interest in Bandwidth has an interlocking directorate with any foreign carrier.

- (i) **(Answer to Question 14)** Bandwidth certifies that it is not currently a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules or affiliated with a foreign carrier. However, as a result of the transaction, Bandwidth will become a foreign carrier. Specifically, in connection with the transaction, Bandwidth will become the provider for certain intra-United Kingdom resold private lines to customers located in the United Kingdom.
- (j) **(Answer to Question 15)** Bandwidth certifies that, through its acquisition of the assets of CNT, Bandwidth does not seek to provide international telecommunications services to any destination country where:

- (1) Bandwidth is a foreign carrier in that country; or
- (2) Any entity that owns more than 25 percent of Bandwidth, or that controls Bandwidth, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Bandwidth and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

However, Bandwidth certifies that through its acquisition of the Assets of CNT (including the operations of CNT's United Kingdom affiliates) Bandwidth will become a foreign carrier and will provide international telecommunications services to the United Kingdom.

- (k) Bandwidth certifies that all of the countries referenced in paragraph (j) above are Members of the World Trade Organization ("WTO"). None of Applicants' affiliates are listed on the Commission's List of Foreign Telecommunications that are presumed to Possess Market Power in Foreign Telecommunications Markets, released on May 28, 2004. In addition, the services Bandwidth will offer will all be provided in competition with dominant foreign carriers and others. Bandwidth will not provide international transport between the U.S. and the United Kingdom and following the transaction will continue to hold significantly less than a 50 percent market share in the United Kingdom local access market. Following the transaction, Bandwidth will hold significantly less than a 50 percent market share in the international transport market between the U.S. and the United Kingdom. Moreover, following the transaction, Bandwidth will not have the ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities to exercise market power in the countries where it operates. Accordingly, Bandwidth will lack sufficient market power on the U.S.-international routes on which it will operate to affect competition adversely in the U.S. market. Therefore, Bandwidth should be presumptively classified as a non-dominant carrier on all international routes.
- (l) Bandwidth may resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications services to countries where it will be a foreign carrier. As demonstrated above, Bandwidth should be presumptively found to be non-dominant pursuant to Section 63.10(a)(3) of the Commission's Rules.
- (m) Bandwidth qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's Rules because it is not currently a foreign carrier and, as demonstrated above in paragraph (k), Bandwidth will become a non-dominant foreign carrier in the United Kingdom, which is a Member of the WTO.

- (n) Bandwidth certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Bandwidth certifies that it is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully requests streamlined processing of this Application pursuant to Section 63.12(c) of the Commission's Rules. As a result of the transaction, Bandwidth will provide high-speed data services in the United Kingdom. Nevertheless, Bandwidth qualifies for streamlined treatment under Section 63.12(c) because Bandwidth qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) for the reasons detailed in response to paragraphs (k) and (m) above.

#### **VI. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the transaction is set forth in **Section III**, above.
- (a)(7) CNT provides interstate domestic telecommunications services. CNT is currently authorized to provide intrastate telecommunications services in Arizona, Arkansas, California, Connecticut, Delaware, Florida, Georgia, Hawaii, Indiana, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Washington, West Virginia, Wisconsin, Wyoming and the District of Columbia. CNT's affiliate, CNT Telecom Services, Inc., is currently authorized to provide intrastate telecommunications services in Alabama and Virginia.

Bandwidth does not currently provide telecommunications services. Bandwidth is authorized to provide intrastate telecommunications services in California, Florida, Georgia, Illinois, Montana, New York, North Carolina, North Dakota, Ohio, and Texas.

Bandwidth-Parent currently provides interstate telecommunications services in nearly all 50 states and the District of Columbia.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Assignee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Assignee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.
- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to the transaction described herein.
- (a)(10) For various important business and financial reasons, Applicants require that the transaction be closed as quickly as possible. Accordingly, Applicants request that the Commission promptly commence its examination of the transaction and issue its public notice so that it can be in a position to approve the transaction as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV**, above.

## VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request streamlined treatment to permit Applicants to complete the transaction as soon as possible.

Respectfully submitted,



William B. Wilhelm, Jr.

Brett P. Ferenczak

Bingham McCutchen LLP

2020 K Street, NW

Washington, DC 20006-1806

Tel: (202) 373-6000

Fax: (202) 373-6001

Email: [william.wilhelm@bingham.com](mailto:william.wilhelm@bingham.com)

[brett.ferenczak@bingham.com](mailto:brett.ferenczak@bingham.com)

Counsel for Applicants

Dated: November 9, 2007

## LIST OF EXHIBITS

Exhibit A

Chart of Corporate Structure of Bandwidth

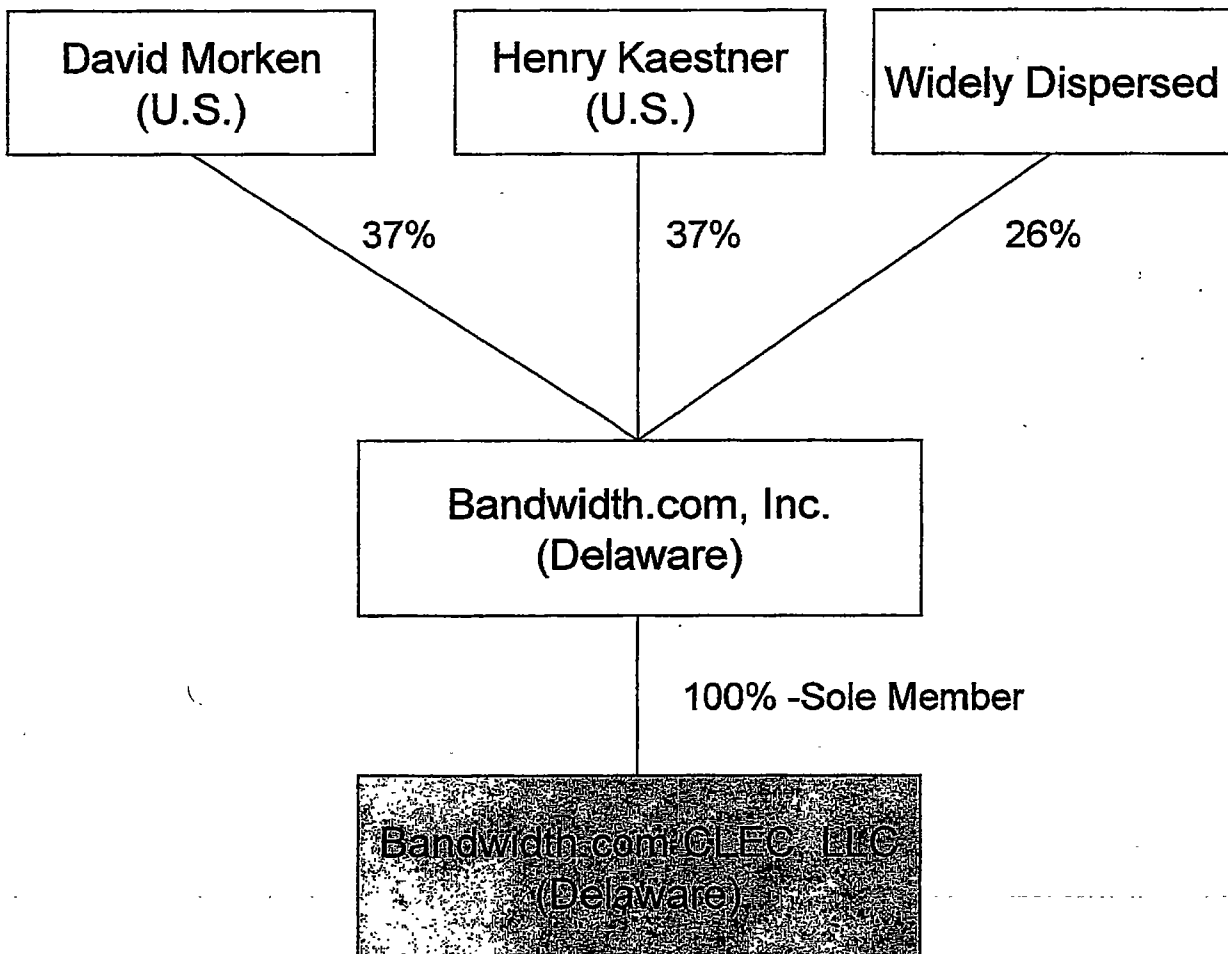
Verifications



**EXHIBIT A**

**Chart of Corporate Structure of Bandwidth**

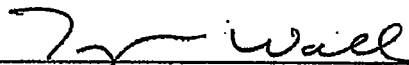
# Bandwidth.com CLEC, LLC Corporate Structure



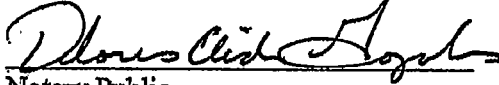
STATE OF CALIFORNIA           §  
  §       ss:  
COUNTY OF SANTA CLARA   §

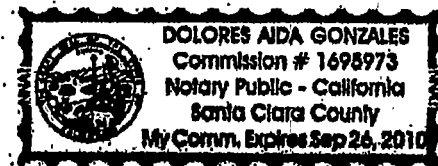
**VERIFICATION**

I, Tyler Wall, state that I am Secretary of McDATA Services Corporation (also known as Computer Network Technology Corporation) ("CNT"); that I am authorized to make this Verification on behalf of CNT; that the foregoing filing was prepared under my direction and supervision; and that, with respect to CNT and its parent companies, the contents are true and correct to my knowledge, information and belief.

  
\_\_\_\_\_  
Tyler Wall, Secretary  
McDATA Services Corporation (a/k/a Computer  
Network Technology Corporation)

Subscribed and sworn to (or affirmed)  
Before me on this 5<sup>th</sup> day of November, 2007 by  
Tyler Wall, personally known to me or proved to me  
on the basis of satisfactory evidence to be the person  
who appeared before me.

  
\_\_\_\_\_  
Notary Public



My commission expires 9-26-2010

STATE OF NORTH CAROLINA

§

§

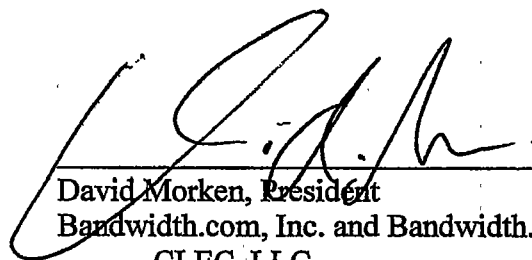
SS:

COUNTY OF WAKE

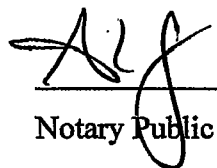
§

### VERIFICATION

I, David Morken, state that I am President of Bandwidth.com, Inc. and Bandwidth.com CLEC, LLC and (together "Bandwidth.com"); that I am authorized to make this Verification on behalf of Bandwidth.com; that the foregoing filing was prepared under my direction and supervision; and that, with respect to Bandwidth.com, the contents are true and correct to the best of my knowledge, information and belief.

  
David Morken, President  
Bandwidth.com, Inc. and Bandwidth.com  
CLEC, LLC

Sworn and subscribed before me this 31 day of October, 2007

  
Adam OAKLEY  
Notary Public

My commission expires: 2/27/2012